

UNITED STATES DISTRICT COURT
For The
EASTERN DISTRICT OF TENNESSEE
(Knoxville Division)

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U.S. SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

THE RIVERVIEW CORPORATION,
ANDREW E. CAFFERKY, JR. AND
JOHN MARK HANCOCK,

Defendants.

CIVIL ACTION NO.

3-92-63

STIPULATION AND CONSENT TO FINAL JUDGMENT OF PERMANENT
INJUNCTION OF JOHN MARK HANCOCK

A. Defendant John Mark Hancock ("Hancock") enters a general appearance, admits the jurisdiction of this Court over him and over the subject matter of this action, acknowledges service upon him of the Complaint of Plaintiff Securities and Exchange Commission ("Commission") in this action, and waives the filing of an Answer.

B. Defendant Hancock, without admitting or denying the allegations of the Complaint, except as to jurisdiction which he admits, consents to the entry of the Final Judgment of Permanent Injunction as to John Mark Hancock ("Final Judgment"), in the form annexed hereto and incorporated by reference herein, which permanently restrains and enjoins Hancock from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. 77q(a)], and Section 10(b) of the

JMK:

[Signature]

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Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5] and orders an accounting, disgorgement, civil penalties and prejudgment interest.

C. Defendant Hancock waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

D. Defendant Hancock waives any right he may have to appeal from the entry of the Final Judgment.

E. Defendant Hancock enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce him to enter into this Consent.

F. Defendant Hancock agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

G. Defendant Hancock agrees that he will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and he hereby waives any objection he may have based thereon.

H. Defendant Hancock agrees that the Final Judgment may be presented by the Commission to the Court for signature and entry without further notice.

I. Defendant Hancock waives service of the Final Judgment entered herein upon him and agrees that entry of the Final Judgment by the Court and its filing with the Clerk of the United States

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District Court for the Eastern District of Tennessee will constitute notice to him of the terms and conditions of such Final Judgment.

J. Defendant Hancock understands that the Plaintiff, at its sole and exclusive discretion, may refer this matter or any information or evidence gathered in connection therewith, or derived therefrom, to any person or entity, public or private, having criminal, civil or administrative jurisdiction for action thereby.

K. Defendant Hancock further states he understands that the Plaintiff cannot and does not confer upon him, or upon any other person or entity, immunity from any criminal proceeding for any actions related to or arising from this or any other matter.

L. Defendant Hancock acknowledges that administrative proceedings may be instituted against him, based upon entry of judgment in this matter.

M. Defendant Hancock agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.


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N. Defendant Hancock hereby agrees to remain a party to the action for purposes of civil discovery conducted pursuant to Rule 26, et sec., of the Federal Rules of Civil Procedure and for the purposes of Section 1113(e) of the Right to Financial Privacy Act [12 U.S.C. 3413(e)].

Executed this 23^d day of March, 1992.


JOHN MARK HANCOCK


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